KAMALTA EXPLORATION LTD.
709 Lancaster Building
CALGARY 2, Alberta.

NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF THE SHAREHOLDERS -- OCTOBER 31, A.D. 1968.

NOTICE is hereby given that the Special and Annual General Meeting of the Shareholders of KAMALTA EXPLORATION LTD. will be held at the Marquis Room, The Palliser Hotel, 9th Avenue and 1st Street, South-West, Calgary, Alberta, on Thursday, the 31st day of October, A.D. 1968, at the hour of 4:00 o'clock in the afternoon (Calgary time) for the following purposes:

1. To receive and consider the Report of the Board of Directors of the Company and the financial statements of the Company, with the Auditor's Reports, for the year ended November 30, 1967, and for the 8 months ended July 31, 1968.

2. To elect Directors for the ensuing year and until their successors have been elected.

3. To appoint Auditors for the ensuing year.

4. To consider, and if thought fit, to approve and ratify all contracts, acts and proceedings of the Board of Directors and of the officers of the Company since the date of the last annual meeting.

5. To consider and, if thought advisable, to approve and ratify, by way of a Special Resolution, the granting of an Option for Twenty-Five Thousand (25,000) fully paid-up, and non-assessable, common shares of the capital stock of the Company to Mr. Percival J. Timms, at the price of twenty-five cents (0.25¢) per share; said Option to be exercised by Mr. Percival J. Timms, on or before the 3rd day of March, A.D. 1972, and which said Special Resolution of the Shareholders will be presented to the meeting in the following form:

> "Be it resolved as a Special Resolution of the Shareholders of KAMALTA EXPLORATION LTD. that the granting of an Option to Mr. Percival J. Timms for Twenty-Five Thousand (25,000) fully paid-up and non-assessable, common shares of the capital stock of the Company at the price of twenty-five cents (0.25¢) per share, and exercisable by the said Percival J. Timms, on or before the 3rd day of March, A.D. 1972, together with the actions of the Directors in granting the Option aforesaid, be, and the same is hereby ratified, adopted and approved."

6. To consider and, if thought fit and advisable, to duly approve, by way of a Special Resolution of the Shareholders, the following Special Resolution, as follows:

"Be it resolved as a Special Resolution of the Shareholders of KAMALTA EXPLORATION LTD. that Article '2' of the Memorandum of Association of the Company reading as follows:

"2" The Registered Office of the Company will be: 210 Embassy Building, situate in the City of Calgary, in the Province of Alberta.

be deleted from the Memorandum of Association of the Company and that the following be inserted in it's place and stead, namely:

"2" The registered office of the Company shall be situate at the City of Calgary, in the Province of Alberta."

7. To consider and, if thought advisable, duly approve, by way of a Special Resolution of the Shareholders, the acceptance by the Company of a Promissory Note from Mr. Walter B. Ruck, in the sum of Fifty-Thousand ($50,000.00) Dollars, representing the exercise by Walter B. Ruck of the option which he holds to purchase a total of Two-Hundred Thousand (200,000) fully paid-up, and non-assessable, common shares of the capital stock of the Company at the price of twenty-five cents (0.25¢) per share and which said Special Resolution will be presented to the meeting for the approval of the Shareholders in the following form:

"Be it resolved as a Special Resolution of the Shareholders of KAMALTA EXPLORATION LTD. that the President of the Company, Walter B. Ruck, and he is hereby granted the right to exercise that certain incentive option granted by the Company to Walter B. Ruck, relative to the purchase by him of Two-Hundred Thousand (200,000) fully paid-up, and non-assessable, common shares of the capital stock of the Company at and for the price or consideration of 25¢ (cents) per share, by the said Walter B. Ruck, issuing in favour of the Company, his Promissory Note for the sum of Fifty-Thousand ($50,000.00) Dollars, and payable on or before the first day of October, A.D. 1973, subject to the said Walter B. Ruck, duly endorsing the Certificates representing the aforesaid Two-Hundred Thousand (200,000) fully paid-up- and non-assessable common shares of KAMALTA EXPLORATION LTD. in street form and depositing same with the Company for purposes of the Company then delivering the said Share Certificates to The Guaranty Trust Company of Canada, in trust, for delivery to the said Walter B. Ruck, upon his payment for same at the price of 25¢ (cents) per share; said payment to be made by way of 'certified cheque' for all or any part of the said shares as the said Walter B. Ruck may desire to actually pay for and obtain at any time, or from time to time, and in such denominations as the said Walter B. Ruck may so desire."

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KAMALTA EXPLORATION LTD.

P R O X Y

SOLICITED BY THE MANAGEMENT.

The undersigned, being a Shareholder of KAMALTA EXPLORATION LTD. (the Company) hereby appoints

. . . . . of . . . . . .

or, failing him, Walter B. Ruck, President, or, failing him, Jack Moscovich, Vice-President, or failing him, Melville Welsh, Secretary, as Proxy to vote for and on behalf of the undersigned at the Annual and Special General Meeting of the Shareholders to be held on October 31, 1968, and at every adjournment thereof, and at every poll which may take place in consequence thereof:

1. To elect as Directors the Nominees named in the Company's Information Circular which this Proxy accompanies.

   Vote ☐ Do not Vote ☐

2. To reappoint Devonshire, Munro & Co., as auditors of the Company for the Fiscal Year ending November 30, A.D. 1969.

   Vote ☐ Do not Vote ☐

3. To approve and ratify all contracts, acts, and proceedings of the Board of Directors and of the officers of the Company since the date of the last Annual Meeting.

   Vote For ☐ Vote Against ☐

4. To vote in regard to the following Special Resolution:
   "Be it resolved, as a Special Resolution of the Shareholders of KAMALTA EXPLORATION LTD. that the granting of an option to Mr. Percival J. Timms for Twenty-Five Thousand (25,000) fully paid-up and non-assessable common shares of the capital stock of the Company at the price of twenty-five cents (25¢) per share, and exercisable by the said Percival J. Timms, on or before the 3rd day of March, A.D. 1972, together with the actions of the Directors in granting the option aforesaid, be, and the same is hereby ratified, adopted and approved.

   Vote For ☐ Vote Against ☐

5. To vote in regard to the following Special Resolution:

   "Be it resolved as a Special Resolution of the Shareholders of KAMALTA EXPLORATION LTD. that Article '2' of the Memorandum of Association of the Company reading as follows:

   "2" The Registered Office of the Company will be:
   210 Embassy Building, situate in the City of Calgary, in the Province of Alberta.

   be deleted from the Memorandum of Association of the Company and that the following be inserted in it's place and stead, namely:

   "2" The Registered Office of the Company shall be situate at the City of Calgary, in the Province of Alberta."

   Vote For ☐ Vote Against ☐

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6. To vote in regard to the following Special Resolution:

"Be it resolved as a Special Resolution of the Shareholders of KAMALTA EXPLORATION LTD. that the President of the Company, Walter B. Ruck, and he is hereby granted the right to exercise that certain incentive option granted by the Company to Walter B. Ruck, relative to the purchase by him of Two-Hundred Thousand (200,000) fully paid-up, and non-assessable, common shares of the capital stock of the Company at and for the price and consideration of 25¢ (cents) per share, by the said Walter B. Ruck, issuing in favour of the Company, his Promissory Note for the sum of Fifty-Thousand ($50,000.00) Dollars, and payable on or before the first day of October, A.D. 1973, subject to the said Walter B. Ruck, duly endorsing the Certificates representing the aforesaid Two-Hundred Thousand (200,000) fully paid-up and non-assessable common shares of KAMALTA EXPLORATION LTD. in street form and depositing same with the Company for purposes of the Company then delivering the said Share Certificates to The Guaranty Trust Company of Canada, in trust, for delivery to the said Walter B. Ruck, upon his payment for same at the price of 25¢ (cents) per share; said payment to be made by way of 'certified cheque' for all or any part of the said shares as the said Walter B. Ruck may desire to actually pay for and obtain at any time, or from time to time, and in such denominations as the said Walter B. Ruck may so desire."

Vote For ☐ Vote against ☐

The undersigned hereby instructs said Proxy to act on each of the six matters itemized above as directed after each item. If no direction is given, said Proxy shall vote with respect to the election as Directors of the Nominees listed in the information circular, vote for the reappointment of Devonshire, Munro & Co. as Auditors and vote for the ratification and approval of all contracts, acts and proceedings of the Board of Directors and of the officers of the Company since the date of the last Annual Meeting, and vote in favour of all of the Special Resolutions as set forth in Items 4, 5 and 6 above.

DATED this_____day of A.D. 1968.

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Signature of Shareholder.

NOTE:

1. A Shareholder has the right to appoint a person to attend and act for him and on his behalf at the meeting other than the persons named above, provided that the person so appointed is a member of the Company and qualified to vote; PROVIDED HOWEVER, that a Corporation being a member of the Company may appoint as its Proxy one of its officers, though not a member of the Company. To exercise this right, insert the name and City of residence of the person you wish to be your Nominee in the spaces provided therefor above.

2. In order for this Proxy to be effective, it must be deposited at the office of the Company, 709 Lancaster Building, 300 - 8th Avenue South-West, Calgary 2, Alberta, at least 48 hours before the time for holding the meeting.

3. If this Proxy is duly deposited with the Company, the Shares represented thereby will be voted. If the Shareholder specifies in this Proxy a choice with respect to any matters to be acted upon, such shares shall in the event of a poll on any such matters, be voted in accordance with the specifications so made.

Please complete, date, sign and mail this Proxy, using the enclosed envelope.

INFORMATION CIRCULAR

1. REVOCABILITY OF PROXY

The accompanying proxy may be revoked by the shareholder giving it at any time prior to its use.

2. PERSONS MAKING THE SOLICITATION

The accompanying proxy is solicited by the present management of KAMALTA EXPLORATION LTD. (the "Company"). The solicitation is being made by mail only (except that the officers of the Company may solicit proxies personally or by telephone but at no compensation) and the expense of solicitation will be paid by the Company.

3. INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

The contracts, acts and proceedings of the Board of Directors and of the Officers of the Company since the date of the last annual meeting include the following matters in which Directors have an interest.

(a) The granting of an incentive option to Mr. Percival J. Timms relative to 25,000 shares of the Capital Stock of the Company @ the price of 25¢ per share to be exercised on or before March 3, 1972.

(b) The sale of 25,000 shares of Petromines Limited at a price of one cent per share, to each of the following:

Mr. J. Moscovich

Mr. P. J. Timms

4. VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The record date for the determination of those shareholders entitled to notice of the said meeting is September 18, 1968. The share register will not be closed and all shareholders of record will be entitled to vote. The Company had outstanding on September 18, 1968, 2,507,855 common shares in the capital stock of the Company without nominal or par value. Each share is entitled to one vote. The Company has no other classes of shares.

No person or Company beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all equity shares of the Company.

5. ELECTION OF DIRECTORS

Action is to be taken at the meeting to elect directors to serve for a term of one year and until their respective successors have been elected, the terms of office of all present directors expiring on the day of the meeting. The persons named in the accompanying proxy intend to vote for the election as directors of the nominees listed below, each said nominee having indicated his willingness and ability to serve as director if elected.

Name and Office	Period during which Nominee has served as a Director	Number of Shares of the Company Beneficially owned.
Walter B. Ruck, President Calgary, Alberta	Since June 8, 1966	5,177
Jack C. Moscovich, Vice-President Calgary, Alberta	Since October 4, 1966	11,000
Melville Welsh, Secretary Sylvan Lake, Alberta	Since May 8, 1968	700
Clarence Starke High River, Alberta	Since October 4, 1966	80,000
Roger C. Hopkins Calgary, Alberta	Since November 20, 1966.	9,000
Percival J. Timms Calgary, Alberta	Since April 26, 1967	96,000

Melville Welsh was employed for the five years prior to his appointment as an officer of the Company, as an Accountant with Security Trust Company Limited, Calgary, Alberta.

P. J. Timms, on the invitation of the late A. W. Dingman, became a Director of Highwood Sarcee Oils Ltd. in 1930 and continued on with the New Company, Sarcee Petroleums Limited, as Vice-President, until 1964, retiring when the Company was sold to the Husky Oil Co. of Canada Ltd. He was elected a Director of North Canadian Oils Limited in 1949 and at the present time holds the position of Vice-President.

6. REMUNERATION OF MANAGEMENT AND OTHERS

All administrative and management functions of the Company has been carried out by Georgian Management Ltd., 709 Lancaster Building, Calgary, Alberta, at a cost of $12,000.00 for year ended November 30, 1967, and $15,250.00 for the six-month period ended May 31, 1968.

W. B. Ruck is the beneficial owner of all the outstanding shares of Georgian Management Ltd.

7. APPOINTMENT OF AUDITORS

The shareholders will be asked to vote for the reappointment of Devonshire, Munro & Company, Chartered Accountants, of Calgary, Alberta, as auditors of the Company and to authorize the Directors to fix their remuneration.

8. PARTICULARS OF MATTERS TO BE ACTED UPON

The management is not aware that any matters will be brought before the meeting other than those set forth in items 1 to 6 inclusive. IF OTHER MATTERS ARE PROPERLY BROUGHT BEFORE THE MEETING, IT IS THE INTENTION OF THE PERSONS NAMED IN THE ENCLOSED PROXY TO VOTE THE PROXY ON SUCH MATTERS IN ACCORDANCE WITH THEIR BEST JUDGMENT. The enclosed proxy will not be voted with respect to matters set forth in item 1 of the notice, and the execution of such proxy shall not be construed as either approval or disapproval of any of the reports or financial statements referred to in item 1 of the notice.

9. EFFECTIVE DATE

The information given above in this Information Circular is given as of September 18, 1968.

DATED at CALGARY, Alberta, Canada, this 18th day of September, A.D. 1968.